

**AGREEMENT FOR
SCIENTIFIC AND EDUCATIONAL COOPERATION
BETWEEN
WOODS HOLE OCEANOGRAPHIC INSTITUTION
AND
NSYSU INSITUTE OF UNDERSEA TECHNOLOGY**

WHEREAS, The Woods Hole Oceanographic Institution (hereinafter referred to as WHOI) and The Institute of Undersea Technology in The National Sun Yat-sen University (hereinafter referred to as IUT/NSYSU) are mutually interested in cooperative research activities involving ocean research and development, they have agreed to establish the following Agreement for Scientific and Educational Cooperation.

NOW, THEREFORE, WHOI and IUT/NSYSU agree as follows:

Article 1. Purpose of Research Cooperation.

A. WHOI and IUT/NSYSU shall initiate cooperation to further the development of basic scientific and applied research with goals of advancing research in ocean science, gaining a more fundamental understanding of the oceans, and benefiting society at large.

B. The parties wish to maintain and promote channels of cooperation and communication that permit the exchange of academic and scientific knowledge.

Article 2. Areas of Research Cooperation.

A. Upon mutual agreement by the parties, cooperative research may be conducted in fields of current research and those to be undertaken in the future by the two parties in areas of common interest.

B. Principal subjects of research cooperation to be pursued under this Agreement shall include, but not be limited to, those fields specified in the Appendix.

Article 3. Forms of Research Cooperation.

The parties agree in principle to the following general forms of cooperation:

A. Exchanging researchers, scientists, faculty members, and graduate students;

B. Exchanging scientific information in fields of mutual interest;

C. Exchanging scholars for lectures, talks, conferences, colloquia, symposia and sharing of experiences;

D. Implementing cooperative research programs;

E. Making facilities and equipment (including research vessels) of one party available to researchers from the other party;

F. Encouraging direct contacts between researchers; and

G. Permitting other forms of research cooperation by mutual arrangement.

Article 4. Meetings.

Representatives of the two parties shall meet, as occasion demands, to review the progress of research cooperation currently underway and to discuss future cooperation plans.

Article 5. Procedures.

A. Financial arrangements for research cooperation and treatment of industrial property rights shall be determined by WHOI and IUT/NSYSU through mutual consultation and agreement.

B. Research data developed under this cooperative Agreement may be made available to the general scientific community through, but not limited to, the following: publications, seminars, lectures, and conferences.

C. This Agreement may be modified by written consent of both parties.

D. Matters not provided for by this Agreement shall be determined through mutual consultation and agreement.

Article 6. Term of Agreement.

This Agreement shall become effective on the date it is signed by both parties and shall be valid for five (5) years. Thereafter, it shall be automatically renewed on the anniversary date unless written notice of intent to terminate is given by one party to the other party at least six (6) months prior to the next renewal date.

Article 7. Non-Discrimination.

WHOI and IUT/NSYSU subscribe to the principle of equal opportunity and do not discriminate on the basis of race, sex, age, ethnicity, religion or national origin. They shall abide by these principles in the administration of this Agreement and neither party shall impose criteria for the exchange of researchers, scientists, faculty members or students which would violate the principles of non-discrimination.

IN WITNESS WHEREOF, the parties have executed this Agreement and represent that they approve, accept and agree to the terms contained herein.

Woods Hole Oceanographic Institution
Woods Hole, Ma, USA

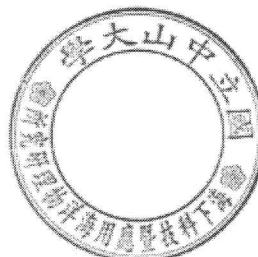
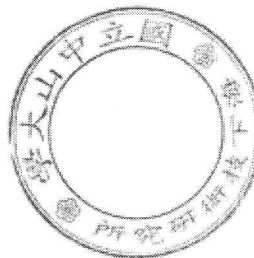
By Laurence P. Maden

Date December 19, 2006

Institute of Undersea Technology
National SunYat-sen University
Kaohsiung, Taiwan

By [Signature]

Date 12.19.2006



APPENDIX
Agreement For
Scientific And Educational Cooperation
Between
WOODS HOLE OCEANOGRAPHIC INSTITUTION
And
NSYSU INSITUTE OF UNDERSEA TECHNOLOGY
FIELDS OF RESEARCH COOPERATION

Under the Agreement for Scientific and Educational Cooperation between the Woods Hole Oceanographic Institution and NSYSU Institute of Undersea Technology, research cooperation is anticipated to include, but not be limited to, the following major areas.

1. Ocean acoustics and its applications, including theoretical and experimental studies on wave propagation, scattering, and reverberation in oceans, marine ambient noise, underwater detection and communication, sonar system performance, geoacoustic inversion, time reversal mirror, etc.
2. Underwater mechanical and electro-mechanical system, including ROV and AUV (Autonomous Underwater Vehicles) technologies.
3. Physical and geological acoustic-related processes in ocean, including dynamical oceanography, marine sediment properties, marine seismic-acoustic processes, and acoustic oceanography